

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

**INTEGRANET PHYSICIAN
RESOURCE, INC. d/b/a
INTEGRANET HEALTH,**

Plaintiff,

V.

**TEXAS INDEPENDENT PROVIDERS,
LLC; ROBERT VINCENT ROTH;
CARLOS J. PALACIOS, M.D.; and
WELLCARE OF TEXAS, INC.,**

Defendants.

CIVIL ACTION NO.

EXHIBIT B

Medicare Advantage plans. Pursuant to its contractual relationship with CMS, WellCare is required to perform its duties as a Medicare Advantage Organization under federal regulations, statutes, and CMS guidance.

6. Pursuant to such federal regulations, statutes, and CMS guidance, WellCare is required to establish and maintain adequate provider networks to ensure that Medicare beneficiaries have access to qualified health care providers. In order to satisfy network adequacy requirements, WellCare contracts directly with individual providers and also contracts with independent practice associations (“IPA”) (who subcontract with individual providers). WellCare’s ability to communicate with providers and/or other IPA networks is critical to WellCare’s ability to satisfy network adequacy requirements as set forth in federal laws and CMS guidance.

7. IntegraNet Physician Resource, Inc. (“INET”) is an IPA that has been contracted with WellCare since May 23, 2008. INET’s contract providers have been providing services to members of WellCare’s Medicare Advantage plans.

8. On or about February 27, 2018, WellCare provided INET with written notice of termination of the WellCare-INET Agreement. By its own terms, however, the WellCare-INET Agreement is still in effect and will terminate on June 30, 2018 after the expiration of the 120-day notice period provided by WellCare.

9. CMS guidelines state that plans like WellCare “may not allow contracted providers

to," among other things, "[m]ake phone calls or direct, urge or attempt to persuade beneficiaries to enroll in a specific plan based on financial or other interests of the provider."

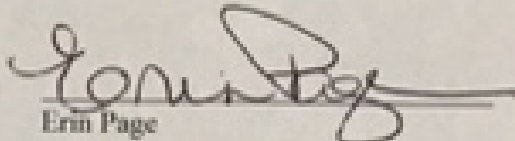
10. WellCare has been informed, and reasonably believed, that INET and certain INET providers were contacting WellCare's members in violation of CMS guidelines as well as the WellCare-INET Agreement.

11. Acting pursuant to CMS guidelines, WellCare accordingly sent INET and certain INET providers cease-and-desist letters. True and accurate copies of the letters are attached as Exhibit 1 to this Declaration.

12. Pursuant to federal law and CMS guidelines, WellCare is also required to make reasonable efforts to notify its members of the termination of a contracted provider at least 30 days before the termination effective date.

13. Continued communication with INET contracted providers who have treated members of WellCare's plans is critical to WellCare's ability to comply with this federal notice requirement. If a provider agrees to contract directly with WellCare, or has contracted with another IPA that contracts with WellCare, there may not be a need to notify the member of INET's termination as the member could continue to see that provider under their plan with WellCare.

I hereby declare under penalty of perjury as prescribed in 28 U.S.C. § 1746 that my foregoing Declaration is true and correct. Executed on April 24, 2018.


Erin Page

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

**INTEGRANET PHYSICIAN
RESOURCE, INC. d/b/a
INTEGRANET HEALTH,**

Plaintiff,

V.

**TEXAS INDEPENDENT PROVIDERS,
LLC; ROBERT VINCENT ROTH;
CARLOS J. PALACIOS, M.D.; and
WELLCARE OF TEXAS, INC.,**

Defendants.

CIVIL ACTION NO.

EXHIBIT B-1



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Larry Wedekind
Chief Executive Officer
IntegraNet Physicians Resource, Inc.
1900 North Loop West, Suite 400
Houston, Texas 77018
281-447-6800
lwedekind@integranethealth.com

Re: WellCare of Texas, Inc. & IntegraNet Physician Resource, Inc.

Dear Mr. Wedekind

I represent WellCare of Texas, Inc. ("WellCare") in connection with the above-referenced matter. Going forward, WellCare considers this a legal matter and all communication with WellCare related to your conduct and the termination of the relationship between WellCare and IntegraNet Physician Resources, Inc. ("IntegraNet") should be forwarded to my attention. ***This correspondence constitutes a formal cease-and-desist letter and serves to put you on notice that WellCare will institute legal action if you do not agree to refrain from, and actually refrain from, engaging in further unlawful behavior. You are also on notice to preserve and not destroy all documents and communications, whether electronic or otherwise, so that no evidence is destroyed should litigation become necessary.***

WellCare has received multiple complaints regarding your conduct as it relates to the termination of the contract between WellCare and IntegraNet. Specifically, WellCare has been made aware of tactics employed by you, individually and in your capacity as Chief Executive Officer of IntegraNet, your staff and others at your direction, to influence the disenrollment of beneficiaries with WellCare and to persuade beneficiaries to enroll with a health plan of your choice. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), federal and/or state regulations.

As you are aware, the 2018 Medicare Marketing Guidelines (the "Guidelines"), published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the Guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..." Please be advised that any evidence tending to suggest your disregard for the Guidelines will be referred to the proper organization(s) immediately.



April 9, 2018
Page 2 of 2

Additionally, your actions constitute a breach of the Independent Practice Association ("IPA") Participation Agreement, executed between you and WellCare dated May 23, 2008. Your directive to conduct unauthorized solicitation and recruitment through your provider network, sales agents, brokers and other means is potentially exposing you and IntegraNet to claims for injunctive relief, monetary damages, and attorneys' fees, and may also constitute a violation of various federal and state laws. For all of these reasons, ***you must refrain from disseminating false information to providers and/or beneficiaries and/or attempting to influence the disenrollment of WellCare beneficiaries for the purpose of advancing your own personal interests or the interests of some other entity(ies).***

On behalf of WellCare, we demand that you refrain from the wrongful conduct identified herein, and any other wrongful conduct, and that you abide by your continuing obligations to WellCare.

WellCare is continuing its investigation into these issues and reserves all rights, including its right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover, from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages and punitive damages, in addition to all equitable relief to which it is entitled.

Very truly yours,

Aaron T. Maguregui

A handwritten signature in blue ink, appearing to read "A. Maguregui", written over a horizontal line.

cc: Erin Page, State President



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Dr. Donald Hearn
Donald Hearn MD
1140 Westmont Drive, Suite 202
Houston, Texas 77015

Re: CMS Guidelines

Dear Dr. Hearn,

WellCare of Texas, Inc. ("WellCare") has received a complaint relating to unsolicited contacts with one or more of your patients who are Medicare-eligible beneficiaries. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers, and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), and/or state regulations. We are currently investigating this allegation and will take all action necessary to enforce and protect WellCare's interests and rights.

While we understand your desire to grow your practice and our mutual desire to add additional members who enroll in our products, all activities relating to our plans must be conducted in accordance with applicable laws and trust that your practice will act accordingly.

As you are aware, the 2018 Medicare Marketing Guidelines, published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..."

We request that your office refrain from any wrongful conduct aimed at encouraging beneficiaries to terminate their relationship with WellCare. As stated above, WellCare is continuing to investigate these issues and reserves the right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages, and punitive damages, in addition to all equitable relief to which WellCare is entitled.



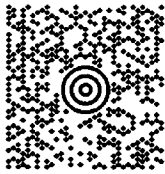

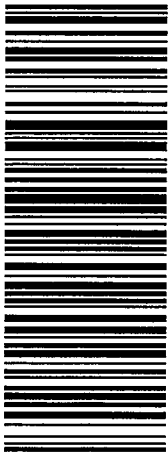

Aaron T. Maguregui
Senior Corporate Counsel

Should you have any questions regarding this notice, please feel free to contact me directly at your convenience.

With Best Regards,

A handwritten signature in blue ink, appearing to read "A. Maguregui", is written over the typed name.

Aaron Maguregui
Senior Corporate Counsel

KEETSSY SANTANA 813-290-6200 FL TAMPA HEALTH MGMT 8735 HENDERSON RD TAMPA FL 33634		0.0 LBS	LTR	1 OF 1
SHIP TO: DR. DONALD HEARN 813-206-3759 DONALD HEARN MD 1140 WESTMONT DR STE 202 HOUSTON TX 77015				
		TX 775 2-01 		
UPS 2ND DAY AIR TRACKING #: 1Z 43X 5X5 02 9392 7234		2 		
BILLING: P/P				
		 XOL 18.03.09 NV45 97.0A 01/2018		



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Dr. Gina Galindo
Canal Family & Industrial Medicine
3003 Navigation Blvd.
Houston, Texas 77003

Re: CMS Guidelines

Dear Dr. Galindo,

WellCare of Texas, Inc. ("WellCare") has received a complaint relating to unsolicited contacts with one or more of your patients who are Medicare-eligible beneficiaries. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers, and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), and/or state regulations. We are currently investigating this allegation and will take all action necessary to enforce and protect WellCare's interests and rights.

While we understand your desire to grow your practice and our mutual desire to add additional members who enroll in our products, all activities relating to our plans must be conducted in accordance with applicable laws and trust that your practice will act accordingly.

As you are aware, the 2018 Medicare Marketing Guidelines, published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..."

We request that your office refrain from any wrongful conduct aimed at encouraging beneficiaries to terminate their relationship with WellCare. As stated above, WellCare is continuing to investigate these issues and reserves the right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages, and punitive damages, in addition to all equitable relief to which WellCare is entitled.



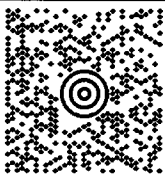



Aaron T. Maguregui
Senior Corporate Counsel

Should you have any questions regarding this notice, please feel free to contact me directly at your convenience.

With Best Regards,

A handwritten signature in blue ink, appearing to read "A. Maguregui", written over the printed name.

Aaron Maguregui
Senior Corporate Counsel

KEETSY SANTANA 813-290-6200 FL TAMPA HEALTH MGMT 8735 HENDERSON RD TAMPA FL 33634		0.1 LBS	LTR	1 OF 1
SHIP TO: DR. GINA GALINDO 813-206-3759 CANAL FAMILY & INDUSTRIAL MEDICINE 3003 NAVIGATION BLVD HOUSTON TX 77003				
		TX 775 9-02 		
UPS 2ND DAY AIR TRACKING #: 1Z 43X 5X5 02 9524 9768				
				
BILLING: P/P				
		X03 18 03 09		NW45 97 0A 01/2018
				TM



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Dr. Jaime Duarte
Canal Family & Industrial Medicine
3003 Navigation Blvd.
Houston, Texas 77003

Re: CMS Guidelines

Dear Dr. Duarte,

WellCare of Texas, Inc. ("WellCare") has received a complaint relating to unsolicited contacts with one or more of your patients who are Medicare-eligible beneficiaries. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers, and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), and/or state regulations. We are currently investigating this allegation and will take all action necessary to enforce and protect WellCare's interests and rights.

While we understand your desire to grow your practice and our mutual desire to add additional members who enroll in our products, all activities relating to our plans must be conducted in accordance with applicable laws and trust that your practice will act accordingly.

As you are aware, the 2018 Medicare Marketing Guidelines, published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..."

We request that your office refrain from any wrongful conduct aimed at encouraging beneficiaries to terminate their relationship with WellCare. As stated above, WellCare is continuing to investigate these issues and reserves the right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages, and punitive damages, in addition to all equitable relief to which WellCare is entitled.



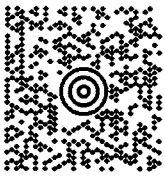

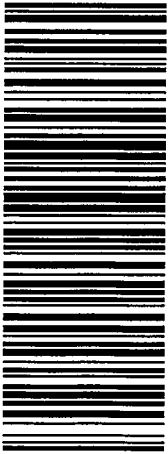

Aaron T. Maguregui
Senior Corporate Counsel

Should you have any questions regarding this notice, please feel free to contact me directly at your convenience.

With Best Regards,

A handwritten signature in blue ink, appearing to read "A. Maguregui", is written over the printed name.

Aaron Maguregui
Senior Corporate Counsel

KEETSSY SANTANA 813-290-6200 FL TAMPA HEALTH MGMT 8735 HENDERSON RD TAMPA FL 33634		0.0 LBS	LTR	1 OF 1
SHIP TO: DR. JAIME DUARTE 813-206-3759 CANAL FAMILY & INDUSTRIAL MEDICINE 3003 NAVIGATION BLVD HOUSTON TX 77003				
		TX 775 9-02 		
UPS 2ND DAY AIR		2		
TRACKING #: 1Z 43X 5X5 02 9920 1159 				
BILLING: P/P				
		 XOL 18 03 09 INV45 97 0A 01/2018		



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Dr. Oscar De Valle
Clinica Hispana II PA
8410 Fondren Road
Houston, Texas 77074

Re: CMS Guidelines

Dear Dr. De Valle,

WellCare of Texas, Inc. ("WellCare") has received a complaint relating to unsolicited contacts with one or more of your patients who are Medicare-eligible beneficiaries. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers, and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), and/or state regulations. We are currently investigating this allegation and will take all action necessary to enforce and protect WellCare's interests and rights.

While we understand your desire to grow your practice and our mutual desire to add additional members who enroll in our products, all activities relating to our plans must be conducted in accordance with applicable laws and trust that your practice will act accordingly.

As you are aware, the 2018 Medicare Marketing Guidelines, published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..."

We request that your office refrain from any wrongful conduct aimed at encouraging beneficiaries to terminate their relationship with WellCare. As stated above, WellCare is continuing to investigate these issues and reserves the right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages, and punitive damages, in addition to all equitable relief to which WellCare is entitled.



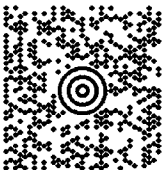



Aaron T. Maguregui
Senior Corporate Counsel

Should you have any questions regarding this notice, please feel free to contact me directly at your convenience.

With Best Regards,

A handwritten signature in blue ink, appearing to read "A. Maguregui", is written over the printed name and title.

Aaron Maguregui
Senior Corporate Counsel

KEETSSY SANTANA 813-290-6200 FL TAMPA HEALTH MGMT 8735 HENDERSON RD TAMPA FL 33634		0.0 LBS	LTR	1 OF 1
SHIP TO: DR. OSCAR DE VALLE 813-206-3759 CLINICA HISPANA II PA 8410 FONDREN RD HOUSTON TX 77074				
		TX 774 9-07 		
UPS 2ND DAY AIR		2		
TRACKING #: 1Z 43X 5X5 02 9481 3453 				
BILLING: P/P				
XOL 18 03 09 NV45 97.0A 01/2018 				



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Dr. Oscar De Valle
Clinica Hispana PA
2028 Wirt Road
Houston, Texas 77055

Re: CMS Guidelines

Dear Dr. De Valle,

WellCare of Texas, Inc. ("WellCare") has received a complaint relating to unsolicited contacts with one or more of your patients who are Medicare-eligible beneficiaries. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers, and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), and/or state regulations. We are currently investigating this allegation and will take all action necessary to enforce and protect WellCare's interests and rights.

While we understand your desire to grow your practice and our mutual desire to add additional members who enroll in our products, all activities relating to our plans must be conducted in accordance with applicable laws and trust that your practice will act accordingly.

As you are aware, the 2018 Medicare Marketing Guidelines, published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..."

We request that your office refrain from any wrongful conduct aimed at encouraging beneficiaries to terminate their relationship with WellCare. As stated above, WellCare is continuing to investigate these issues and reserves the right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages, and punitive damages, in addition to all equitable relief to which WellCare is entitled.



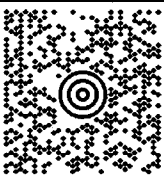



Aaron T. Maguregui
Senior Corporate Counsel

Should you have any questions regarding this notice, please feel free to contact me directly at your convenience.

With Best Regards,

A handwritten signature in blue ink, appearing to read "AM", is written over a horizontal line.

Aaron Maguregui
Senior Corporate Counsel

KEETSSY SANTANA 813-290-6200 FL TAMPA HEALTH MGMT 8735 HENDERSON RD TAMPA FL 33634		0.0 LBS	LTR	1 OF 1
SHIP TO: DR. OSCAR DE VALLE 813-206-3759 CLINICA HISPANA PA 2028 WIRT RD HOUSTON TX 77055				
		TX 774 9-02 		
UPS 2ND DAY AIR		2		
TRACKING #: 1Z 43X 5X5 02 9312 2871 				
BILLING: P/P				
XOL 18 03 09 NY45 97.0A 01/2018  ™				



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Dr. Oscar De Valle
De Valle and Associates
9720 Jones Road, Suite 240
Houston, Texas 77065

Re: CMS Guidelines

Dear Dr. De Valle,

WellCare of Texas, Inc. ("WellCare") has received a complaint relating to unsolicited contacts with one or more of your patients who are Medicare-eligible beneficiaries. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers, and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), and/or state regulations. We are currently investigating this allegation and will take all action necessary to enforce and protect WellCare's interests and rights.

While we understand your desire to grow your practice and our mutual desire to add additional members who enroll in our products, all activities relating to our plans must be conducted in accordance with applicable laws and trust that your practice will act accordingly.

As you are aware, the 2018 Medicare Marketing Guidelines, published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..."

We request that your office refrain from any wrongful conduct aimed at encouraging beneficiaries to terminate their relationship with WellCare. As stated above, WellCare is continuing to investigate these issues and reserves the right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages, and punitive damages, in addition to all equitable relief to which WellCare is entitled.



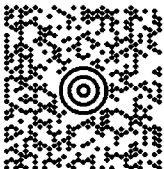



Aaron T. Maguregui
Senior Corporate Counsel

Should you have any questions regarding this notice, please feel free to contact me directly at your convenience.

With Best Regards,

A handwritten signature in blue ink, appearing to read "A. Maguregui", written over a horizontal line.

Aaron Maguregui
Senior Corporate Counsel

KEETSSY SANTANA 813-290-6200 FL TAMPA HEALTH MGMT 8735 HENDERSON RD TAMPA FL 33634		0.0 LBS	LTR	1 OF 1
SHIP TO: DR. OSCAR DE VALLE 813-206-3759 DE VALLE AND ASSOCIATES 9720 JONES RD STE 240 HOUSTON TX 77065				
	TX 776 5-01 			
UPS 2ND DAY AIR TRACKING #: 1Z 43X 5X5 02 9504 7379				
				
BILLING: P/P				
<div>XXL 18 03 09 NV45 97.0A 01/2018</div> <div> TM</div>				



Aaron T. Maguregui
Senior Corporate Counsel

April 9, 2018

VIA UPS

Dr. Sonia Moncayo
Canal Family & Industrial Medicine
3003 Navigation Blvd.
Houston, Texas 77003

Re: CMS Guidelines

Dear Dr. Moncayo,

WellCare of Texas, Inc. ("WellCare") has received a complaint relating to unsolicited contacts with one or more of your patients who are Medicare-eligible beneficiaries. As you are aware, we take seriously all allegations of improper conduct by employees, agents, providers, and other third parties who may not be acting in conformance with the Center for Medicare & Medicaid Services ("CMS"), and/or state regulations. We are currently investigating this allegation and will take all action necessary to enforce and protect WellCare's interests and rights.

While we understand your desire to grow your practice and our mutual desire to add additional members who enroll in our products, all activities relating to our plans must be conducted in accordance with applicable laws and trust that your practice will act accordingly.

As you are aware, the 2018 Medicare Marketing Guidelines, published by CMS, state that providers will not engage or undertake efforts to influence a beneficiary's enrollment decision. Further, the guidelines explain, that providers shall not make phone calls or "direct, urge or attempt to persuade beneficiaries to enroll in a specific plan..."

We request that your office refrain from any wrongful conduct aimed at encouraging beneficiaries to terminate their relationship with WellCare. As stated above, WellCare is continuing to investigate these issues and reserves the right to seek immediate injunctive relief from a court of law to halt this alleged unlawful conduct and to seek to recover from you and anyone acting in concert with you, all damages suffered, as well as attorneys' fees, liquidated damages, and punitive damages, in addition to all equitable relief to which WellCare is entitled.



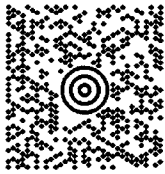

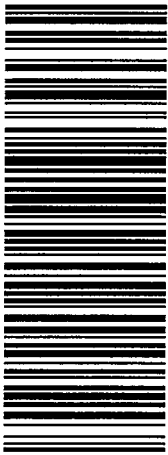

Aaron T. Maguregui
Senior Corporate Counsel

Should you have any questions regarding this notice, please feel free to contact me directly at your convenience.

With Best Regards,

A handwritten signature in blue ink, appearing to read "ATM", is positioned above the printed name and title.

Aaron Maguregui
Senior Corporate Counsel

KEETSSY SANTANA 813-290-6200 FL TAMPA HEALTH MGMT 8735 HENDERSON RD TAMPA FL 33634		0.1 LBS	LTR	1 OF 1
SHIP TO: DR. SONIA MONCAYO 813-206-3759 CANAL FAMILY & INDUSTRIAL MEDICINE 3003 NAVIGATION BLVD HOUSTON TX 77003				
		TX 775 9-02 		
UPS 2ND DAY AIR		2		
TRACKING #: 1Z 43X 5X5 02 9172 9443 				
BILLING: P/P				
XCL 18.03.09		NV45 97.0A 01/2018		 ™